

# EXHIBIT 3

1  
2 UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

3 -----x  
KATHRYN TOWNSEND GRIFFIN,  
4 HELEN MCDONALD, and THE ESTATE  
OF CHERRIGALE TOWNSEND,

5  
-against-

6 Civil Action No.:  
1:17-CV-05221-RJS/GRIFFIN

7  
8 EDWARD CHRISTOPHER SHEERAN,  
p/k/a ED SHEERAN, ATLANTIC  
9 RECORDING CORPORATION, d/b/a  
ATLANTIC RECORDS, SONY/ATV  
10 MUSIC PUBLISHING LLC and  
WARNER MUSIC GROUP  
11 CORPORATION, d/b/a ASYLUM  
RECORDS,

12 Defendants.

13 -----x

14 April 24, 2018  
15 3:00 p.m.

16  
17 Deposition of HELEN C. MCDONALD, taken by  
18 Defendants, pursuant to Notice, held at the law  
19 offices of Pryor Cashman, LLP, 7 Times Square, New  
20 York, New York, before Judith Castore, a Certified  
21 Livenote Reporter and Notary Public of the State of  
22 New York.

A P P E A R A N C E S

ON BEHALF OF PLAINTIFFS

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ALSO PRESENT:

KATHRYN TOWNSEND GRIFFIN GRINAN, Plaintiff

1  
2 IT IS HEREBY STIPULATED AND AGREED, by and  
3 among counsel for the respective parties hereto,  
4 that the filing, sealing and certification of the  
5 within deposition shall be and the same are hereby  
6 waived.

7 IT IS FURTHER STIPULATED AND AGREED that all  
8 objections, except to the form of the question,  
9 shall be reserved to the time of trial;

10 IT IS FURTHER STIPULATED AND AGREED that the  
11 within deposition may be signed before any Notary  
12 Public with the same force and effect as if signed  
13 and sworn to before the court.

14 \* \* \* \*  
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24  
25

1 MCDONALD

2 A No, I am not familiar with  
3 him.

4 Q You're family with the song  
5 Let's Get It On, correct?

6 A Yes.

7 Q And Ed co-wrote that song  
8 with Marvin Gay?

9 A He did not cowrite it with  
10 Marvin Gay, Ed wrote the song.

11 Q Ed wrote the song?

12 A Yes. He wrote it -- in fact,  
13 he wrote it at my house.

14 Q When was that?

15 A In the '70s.

16 Q Around 1973, does that sound  
17 correct?

18 A It could have been.

19 Q So do you have any knowledge  
20 about the process by which Ed created  
21 the song?

22 A All I know is that he was  
23 sitting at the piano, I guess he was  
24 writing it at the time. He came in my  
25 room. He woke me up. He was staying

1

MCDONALD

2

with me. He had just come from

3

New York, so he was at my house. And

4

he came in my room and woke me up and

5

said, come in here, I want you to hear

6

something. And he played Let's Get It

7

On. And he hadn't quite finished it.

8

And then he played another song that

9

was recorded on the album, If I Should

10

Die Tonight.

11

Q You said he played the song

12

for you, what --

13

A On the piano.

14

Q Did he sing, as well?

15

A Yes.

16

Q And did he sing the lyrics or

17

close to the lyrics of the final song?

18

A Yes.

19

Q And Marvin Gay ultimately

20

recorded the song, correct?

21

A He did.

22

Q How did that come about?

23

A Ed had called me at work the

24

next day after he played the song for

25

me and asked me if I would cook dinner,

1 MCDONALD

2 everything.

3 Q And you said that BMI issues  
4 payments for For Your Love.

5 A Yes.

6 Q Who makes payments for Let's  
7 Get It On?

8 A Sony Records.

9 Q Anyone else?

10 A That's a good question.  
11 That's a good question.

12 Q You don't know sitting here  
13 today?

14 A No.

15 Q You said Sony Records, is it  
16 possible that you meant Sony ATV?

17 A Um-hum. Yes.

18 Q Let's take a short break. I  
19 don't have too much left.

20 A Okay.

21 (Whereupon, a brief recess  
22 was taken.)

23 Q Just jumping around a little  
24 bit.

25 You mentioned that Ed played

1 MCDONALD

2 Let's Get It On for you on piano when  
3 he first wrote the song?

4 A Yes.

5 Q And it was just him, the  
6 piano and singing?

7 A Yes.

8 Q And then the next night  
9 Marvin came over?

10 A Yes.

11 Q And Ed played the song for  
12 him?

13 A Yes.

14 Q Were you present for that?

15 A Yes.

16 Q And it was, again, just Ed,  
17 the piano and signing?

18 A Yes.

19 Q Did Marvin contribute  
20 anything at that time?

21 A No, he listened.

22 Q So there were no drums?

23 A No nothing, just piano.

24 Q Got it.

25 Have you seen the copyright



1 MCDONALD

2 registration for Let's Get It On?

3 A Yes.

4 Q Do you know who prepared it?

5 A No, I don't remember all of  
6 that.

7 Q Do you know if it was Ed that  
8 wrote out all the notes on the  
9 copyright registration?

10 A I know Ed had a guy named  
11 Renee Hall. Once he composed a song he  
12 would go to him and he would actually  
13 put the notes and stuff down on the  
14 music paper for him, if that's what you  
15 are asking me.

16 Q Do you know if in this  
17 instance it was Mr. Hall who wrote out  
18 the notes for Let's Get It On?

19 A It could have been.

20 Q But you're not sure?

21 A I wasn't there.

22 Q Okay.

23 Were you aware that  
24 Mr. Sheeran has appeared for a  
25 deposition and done what you're doing

1 MCDONALD

2 today?

3 A I heard that he was going to.

4 Q Have you seen the video of  
5 his deposition?

6 A No.

7 Q Have you seen the transcript?

8 A No.

9 Q When Mr. Hall would  
10 do transcriptions, when he would write  
11 out the notes for Ed's songs, would Ed  
12 then review it afterwards to confirm if  
13 it was correct?

14 A I never saw that transaction.

15 Q In general you never saw Ed  
16 confirm if it was correct?

17 A I never -- no. I never seen  
18 Ed even -- you know, he and Mr. Hall do  
19 anything together.

20 Q So you don't know one way or  
21 another?

22 A So I don't know one way or  
23 another.

24 Q Okay.

25 A I know that he used him for

1 MCDONALD

2 anything that he was writing and  
3 everything. Because I think he needed  
4 something to send to the copyright  
5 place when he was having it  
6 copyrighted.

7 Q But you don't know who  
8 between the two of them, if it was even  
9 either of them, prepared the copyright  
10 documents?

11 A I'm sure Ed prepared the  
12 copyright document.

13 Q For Let's Get It On?

14 A For Let's Get It On.

15 Q What makes you say that?

16 A Because he did for all of his  
17 works.

18 Q He prepared the copyright  
19 documents for all of his works?

20 A Yes.

21 Q Is it fair to say that he  
22 trusted Mr. Hall to transcribe his  
23 works?

24 A I would imagine that they  
25 must have had that kind of